FORM D.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D SECTION 4(6), AND/OR NIFORM LIMITED OFFERING EXEMPTION

1072640

OMB APPROVAL

SEC USE ONLY

OMB Number:

3235-0076

Expires:

Prefix

May 31, 2002

Estimated average burden hours per response

16.00

	UNIFORM LIMITED OFF	-ERING EXEMPTION			
Name of Offering (☐ check i Limited partnership interests	if this is an amendment and name	has changed, and indi			
Filing under (Check box(es) tha Type of Filing:		Rule 505 🛛 Rule 506	Section 4(6)	CEIVED	
	A. BASIC IDE	NTIFICATION DATA	A 1000	2 6 2000 0 0	
1. Enter the information reque	ested about the issuer		1 July 1	I W 4000 //	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Numeric Japanese Hedge I L.P.					
Address of Executive Offices One Memorial Drive, Cambrid	(Number and Street, City, Stage, MA 02142	ate, Zip Code)	Telephone Number (Inchading 617-577-1166	Area Code)	
Address of Principal Business (if different from Executive Office	Operations (Number and Street, Coes)	City, State, Zip Code)	Telephone Number (Including	Area Code)	
Brief Description of Business Investments in marketable se	ecurities				
Type of Business Organization				-055	
☐ corporation	☑ limited partnership, alre	eady formed	other (please specify):	DDOCESSEL	
☐ business trust	☐ limited partnership, to b	oe formed		PROCESSE	
Actual or Estimated Date of Inco	orporation or Organization: Organization: (Enter two- letter U.	, , , , ,	☐ Actual ☐ Estimated eviation for State:	JUL 18 2003 THOMSON FINANCIAL	
CN for Canada: FN for other foreign jurisdiction)					

General Instructions

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on



the filing of a federal notice. A. BASIC IDENTIFICATION DATA						
2. Enter the information re	equested for the		TIFICATION DATA			
 Each promote 	r of the issuer, if	the issuer has been or			beneficial owner having the securities of the issuer;	
 Each executive issuers; and 	e officer and dire	ector of corporate issue	rs and of corporate ger	neral managing pa	artners of partnership	
 Each general 	and managing p	artnership of partnersh	ip issuers.			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner	
ull Name (Last name first, if in Numeric Investors, L.P.	ndividual)	-				
Business or Residence Addres One Memorial Drive, Cam		and Street, City, State, Ž 42	ip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner	
ull Name (Last name first, if ir Vheeler, Langdon B.	ndividual)					
Business or Residence Addres Numeric Investors L.P., O		r and Street, City, State, Z rive, Cambridge, MA 0				
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner	
ull Name (Last name first, if in loumas, Ray	ndividual)					
Business or Residence Addres Numeric Investors, L.P., C		rand Street, City, State, Z rive, Cambridge, MA (
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner	
Full Name (Last name first, if in Retirement Plan of Genera		d Bakery, Confections	ery and Tobacco Work	ers		
Business or Residence Addres Number One General Mills		and Street, City, State, Z polis, MN 55440	ip Code)			
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner	
Full Name (Last name first, if ir SIM Hedged Strategies Tr						
Business or Residence Addres 1001 10 th Street North, Arl	s (Numbe lington, VA 220	r and Street, City, State, Z 42	ip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner	
Full Name (Last name first, if ir	ndividual)					
Business or Residence Addres	s (Numbe	r and Street, City, State, Z	ip Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner	
Full Name (Last name first, if in	ndividual)	 -				
Business or Residence Addres	s (Numbe	r and Street, City, State, Z	ip Code)	 		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner	
Full Name (Last name first, if ir	ndividual)			-		
Business or Residence Addres	s (Numbe	r and Street, City, State, Z	ip Code)			
,	(i lse hiank s	heet or copy and use add	itional copies of this sheet	as necessary)		

15/101440.2 2 of 9

B. INFORMATION ABOUT OFFERING												
1.	Has the issuer sold, or do	es the issu	ier intend t	o sell, to n	on-accredi	ted investo	rs in th	is offering	?	Yes	No ⊠	
Answer also in Appendix, Column 2, if filing under ULOE.												
2.	What is the minimum inve	estment tha	it will be a	cepted fro	m any indi	vidual?				\$ <u>500</u>	\$ <u>500,000</u>	
3.	Does the offering permit j	oint owners	ship of a si	ngle unit?						Yes ⊠	No	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.							C are					
Full NA	Name (Last name first, if	individual)										
Bus	siness or Residence Addre	ss (Numbe	r and Stre	et, City, St	ate, Zip Co	de)					·	
Nar	me of Associated Broker or	r Dealer										
Stat	tes in Which Person Listed	Has Solici	ited or Inte	nds to Soli	icit Purchas	sers						
	eck "All States" or check ir	ndividu <u>al</u> St	tates) <u></u>					<u></u>	<u></u>	🔲 A <u>II</u> S		
[AL]	[AK]	[AR]				[DE] [] [MD] []	[DC]			[HI] □ [MS] □	[ID] [MO]	
[IL] [MT]	_	[KS] [NH]	[NJ]	[LA] [NM]	[ME] [NY]		[MA] [ND]		[MN]	[MS] [OR]	[PA]	
RIJ C SCC SDJ CTN C TX C LUT C LVT C LVA C WAJ C WY C WY C LPR C												
Full	Name (Last name first, if	individual)										
Bus	siness or Residence Addre	ss (Numbe	r and Stre	et, City, St	ate, Zip Co	de)						
Name of Associated Broker or Dealer												
Sta	tes in Which Person Listed	Has Solici	ited or Inte	nds to Sol	icit Purchas	sers						
	eck "All States" or check in		,							🔲 AIL S		
[AL]	[AK] [AZ]	[AR] [KS]	[CA]	[CO] [LA]	[CT]	(DE) [MD]	[DC] [MA]	☐ [FI] ☐ [MI]	☐ [GA] ☐ ☐ [MN] ☐	[HI] □ [MS] □	[ID]	
[MT]	☐ [NĒ] ☐ [NЎ] ☐	[NH] 🔲	[NJ] 🔲	[MM] 🔲	[NY] 🔲	[NC]	[ND]	☐ [OH]	□ [OK] □	[OR] 🔲	[PA]	
[RI]		[TN]	[Х] 🗆		[VT] \square	[VA] 🗌	[WA]			[WY] 🗆	[PR]	
Full Name (Last name first, if individual)												
Business or Residence Address (Number and Street, City, State, Zip Code)												
Name of Associated Broker or Dealer												
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
	eck "All States" or check in					··· <u>··</u>				🔲 All S		
[AL]	(AK) (AZ)	[AR] 🗌 [KS] 🔲	[CA] 🗌	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	☐ [FI] ☐ [MI]	☐ [GA] ☐	[HI]	[ID]	
[MT]	□ [NE] □ [NV] □	[NH] 🔲	[ИЛ]	[NM] 🔲	[NY] 🔲	[NC] 🔲	[ND]	□ [OH]	□ [OK] □	[OR] 🗌	[PA] 🔲	
[RI] [RI]		[FN] []		[UT] [TU]	[VT] [] [VT] []	[VA] [VA]	[WA] [WA]			[WY] [WY]	[PR]	
	=	· · —			· · —	· · —	- '		–			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

15/101440.2 3 of 9

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	alre che	er the aggregate offering price of securities included in this offering and the total amount ady sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, ck this box \square and indicate in the columns below the amounts of the securities offered for nange and already exchanged.			
		Type of Security	Aggregate Offering Price	Amount A	
		Debt	\$ <u>0</u>	\$ <u>0</u>	
		Equity	\$ <u>0</u>	\$ <u>0</u>	
		☐ Common ☐ Preferred	7.2	·-	
		Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>	
		Partnership Interests	\$ <u>31,917,695</u>	\$ <u>31,917,69</u>	95
		Other (Specify)	\$ <u>0</u>	\$ <u>0</u>	
		Total	\$ <u>31,917,695</u>	\$ <u>31,917,69</u>	95
		Answer also in Appendix, Column 3, if filing under ULOE.	<u> </u>	Ψ <u>σ.1σ.1.1σ</u>	
2.	this 504	er the number of accredited and non-accredited investors who have purchased securities in offering and the aggregate dollar amounts of their purchases. For offerings under Rule, indicate the number of persons who have purchased securities and the aggregate dollar punt of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggreç Dollar Ai of Purch	mount
		Accredited Investors	<u>18</u>	\$ <u>31,917,69</u>	<u>95</u>
		Non-accredited Investors	<u>0</u>	\$ <u>0</u>	
		Total (for filing under Rule 504 only)		\$	
		Answer also in Appendix, Column 4, if filing under ULOE.			
3.	sec moi	is filing is for an offering under Rule 504 or 505, enter the information requested for all urities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) of the first sale of securities in this offering. Classify securities by type listed in the C - Question 1.			
		Type of offering	Type of Security	Dollar Aı Sol	
		Rule 505	Security	\$	u
		Regulation A		\$	
		Rule 504.		\$	
		Total.		\$	
4.	issu				
		Transfer Agent's Fees.		\$ <u>0</u>	
		Printing and Engraving Costs		\$ <u>0</u>	
		Legal Fees.	⊠	\$ <u>12,000</u>	
		Accounting Fees		\$ <u>0</u>	
		Engineering Fees.		\$0	
		Sales Commissions (specify finders' fees separately)			
		Other Expenses (identify)			
		Total			
	b.	Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		β Ψ <u>12,000</u>	
		· · · · · · · · · · · · · · · · · · ·		\$ <u>31,905,6</u> 9	<u>95</u>

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C- Question 4.b. above. Payments to Officers. Directors, & Payments To Others Salaries and fees. \$0	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS						
Salaries and fees. SQ SQ SQ Purchase of real estate. SQ SQ SQ Purchase, rental or leasing and installation of machinery and equipment SQ SQ SQ Purchase, rental or leasing of plant buildings and facilities. Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) SQ SQ SQ Repayment of indebtedness SQ SQ SQ Working capital SQ SQ SQ SQ SQ Other (specify): Investments in Securities SQ SQ SQ SQ SQ SQ SQ S	used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C- Question 4.b.						
Purchase of real estate			Officers, Directors, &				
Purchase, rental or leasing and installation of machinery and equipment	Salaries and fees		\$ <u>0</u>	□ \$ <u>0</u>			
Construction or leasing of plant buildings and facilities	Purchase of real estate		\$ <u>0</u>	□ \$ <u>0</u>			
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$0 \$0 \$0 Repayment of indebtedness \$0 \$0 \$0 Working capital \$0 \$0 Other (specify): Investments in Securities \$0 \$0 \$31,905,695 Column Totals \$0 \$31,905,695 Total Payments Listed (column totals added) \$31,905,695 D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. In the following signature Constitutes and Exchange Commission of Rule 505. In the following signature Constitutes and Exchange Commission of Rule 502. In the following signature Constitutes and Exchange Commission of Rule 502. In this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. In the following signature Constitutes and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. In the following signature Constitutes and Exchange Commission, upon written request of its staff, the information furnished by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to furnish to the U.S. Securities and Exchange Comm	Purchase, rental or leasing and insta	llation of machinery and equipment	\$ <u>0</u>	□ \$ <u>0</u>			
to a merger) \$0 \$0 \$0 Repayment of indebtedness \$0 \$0 Working capital \$0 Other (specify): Investments in Securities \$0 Column Totals \$0 So So So So So So So So So S	Acquisition of other business (including the value of securities involved in this offering						
Working capital			\$ <u>0</u>	□ \$ <u>0</u>			
Other (specify): Investments in Securities	Repayment of indebtedness	\$ <u>0</u>	□ \$ <u>0</u>				
Column Totals	Working capital	\$ <u>0</u>	□ \$ <u>0</u>				
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Numeric Japanese Hedge I L.P. Name of Signer (Print or Type) Numeric Investors L.P. Its General Partner By: WBE & Associates, LLC Title of Signer (Print or Type) CFO	Other (specify): Investments in Secu	\$ <u>0</u>	⊠ \$ <u>31,905,695</u>				
D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Numeric Japanese Hedge I L.P. Name of Signer (Print or Type) Numeric Investors L.P. Its General Partner By: WBE & Associates, LLC Date Title of Signer (Print or Type) CFO	Column Totals						
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Numeric Japanese Hedge I L.P. Name of Signer (Print or Type) Numeric Investors L.P. Its General Partner By: WBE & Associates, LLC Title of Signer (Print or Type) CFO	Total Payments Listed (column totals added)						
following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Numeric Japanese Hedge I L.P. Name of Signer (Print or Type) Numeric Investors L.P. Its General Partner By: WBE & Associates, LLC Title of Signer (Print or Type) CFO	D. FEDERAL SIGNATURE						
Signature Numeric Japanese Hedge I L.P. Name of Signer (Print or Type) Numeric Investors L.P. Its General Partner By: WBE & Associates, LLC Signature Ly Warnel Jumes Date Jy 03 Title of Signer (Print or Type) CFO							
Numeric Investors L.P. Its General Partner By: WBE & Associates, LLC Title of Signer (Print or Type) CFO	* * *		7/14/0	N N			
	Numeric Investors L.P. Its General Partner By: WBE & Associates, LLC	Title of Signer (Print or Type)					
ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)	Intentional misstatements or emission		18 II S C 4004 \				